

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007  
Ray C. Schrock, P.C.  
Jacqueline Marcus  
Garrett A. Fail  
Sunny Singh

*Attorneys for Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
<b>In re</b>	: <b>Chapter 11</b>
	:
<b>SEARS HOLDINGS CORPORATION, et al.,</b>	: <b>Case No. 18-23538 (RDD)</b>
	:
<b>Debtors.<sup>1</sup></b>	: <b>(Jointly Administered)</b>
-----X	

**CERTIFICATE OF NO OBJECTION  
PURSUANT TO 28 U.S.C. § 1746 REGARDING DEBTORS'  
THIRTY-FOURTH OMNIBUS OBJECTION TO PROOFS OF  
CLAIM (TO DISALLOW AND EXPUNGE ASSERTED SECURED CLAIMS)**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019

TO THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE:

Pursuant to 28 U.S.C. § 1746, and in accordance with this Court's case management procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the "**Amended Case Management Order**"), the undersigned hereby certifies as follows:

1. On August 31, 2021, Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), filed the *Debtors' Thirty-Fourth Omnibus Objection to Proofs of Claim (To Disallow and Expunge Asserted Secured Claims)* (ECF No. 9788) (the "**Omnibus Objection**").

2. In accordance with the Amended Case Management Order, the Debtors established a deadline for parties to file responses to the Omnibus Objection (the "**Response Deadline**"). The Response Deadline was set for September 15, 2021, at 4:00 p.m. (prevailing Eastern Time). The Amended Case Management Order provides that pleadings may be granted without a hearing, provided that no objections or other responsive pleadings have been filed on, or prior to, the relevant response deadline and the attorney for the entity who filed the pleading complies with the relevant procedural and notice requirements.

3. With the consent of claimant's counsel, the Debtors have moved certain claims addressed by the Omnibus Objection to a new **Exhibit 2**, which claims are to be reclassified entirely to general unsecured claims.

4. The Response Deadline has now passed and, to the best of my knowledge, with respect to the claims identified on **Exhibit 1** and **Exhibit 2**, to the proposed order granting the relief requested in the Omnibus Objection (the "**Proposed Order**"), a copy of which is annexed hereto as **Exhibit A**, no responsive pleadings have been filed with the Court on the docket of the

above-referenced cases in accordance with the procedures set forth in the Amended Case Management Order or served on counsel to the Debtors.

5. A redline of the Proposed Order marked against the version attached to the Omnibus Objection is attached hereto as **Exhibit B**.

6. Accordingly, the Debtors respectfully request that the Proposed Order be entered in accordance with the procedures described in the Amended Case Management Order.

I declare that the foregoing is true and correct.

Dated: October 1, 2021  
New York, New York

/s/ Garrett A. Fail  
WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007  
Ray C. Schrock, P.C.  
Jacqueline Marcus  
Garrett A. Fail  
Sunny Singh

*Attorneys for Debtors  
and Debtors in Possession*

**Exhibit A**

**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
<b>In re</b>	: <b>Chapter 11</b>
	:
<b>SEARS HOLDINGS CORPORATION, et al.,</b>	: <b>Case No. 18-23538 (RDD)</b>
	:
<b>Debtors.<sup>1</sup></b>	: <b>(Jointly Administered)</b>
-----X	

**ORDER ON DEBTORS' THIRTY-FOURTH  
OMNIBUS OBJECTION TO PROOFS OF CLAIM**

Upon the *Debtors' Thirty-Fourth Omnibus Objection to Proofs of Claim (To Disallow and Expunge Asserted Secured Claims)*, filed on August 31, 2021 (the "**Objection**"),<sup>2</sup> of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), pursuant to section 502 under title 11 of the United States Code (the "**Bankruptcy Code**"), all as more fully set forth in the Objection; and the Bankruptcy Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Bankruptcy Court pursuant

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019

<sup>2</sup> Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and such notice having been adequate and appropriate under the circumstances, and it appearing that other or further notice need be provided; and upon the *Certificate of No Objection* filed in connection with the Objection, and upon all of the proceedings had before the Bankruptcy Court; and the Bankruptcy Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT**

1. The Objection is granted, solely to the extent set forth herein.
2. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each Proof of Claim listed on (i) **Exhibit 1** annexed hereto is disallowed and expunged in its entirety because such Proof of Claim has been satisfied in full, and (ii) **Exhibit 2** annexed hereto and each asserted secured claim associated therewith is reclassified in its entirety to an allowed general unsecured claim in the amount of \$182,483,196.21 in accordance with Section 9.13(b) of that certain Asset Purchase Agreement, dated as of January 17, 2019 [Docket No. 2501], as amended by *Amendment No. 1 to Asset Purchase Agreement* [Docket No. 2599], without prejudice to Claimants' rights to assert and the Debtors' right to object to any claims asserted as arising under Section 507(b) of the Bankruptcy Code.
3. Except as expressly set forth herein, this Order shall not be deemed to waive, impair, release, or effect on any claims, causes of action the Debtors may hold against the Claimants, including but not limited to, claims under chapter 5 of the Bankruptcy Code. All such claims and causes of action against the Debtors may hold against the Claimants are expressly preserved, and all rights and defenses the Claimants may hold in respect of any such claims or causes of action are expressly preserved.

4. The Debtors, the Debtors' claims and noticing agent, Prime Clerk, and the Clerk of this Bankruptcy Court are authorized to take all actions necessary or appropriate to give effect to this Order.

5. The terms and conditions of this Order are effective immediately upon entry.

Dated: \_\_\_\_\_, 2021  
White Plains, New York

---

HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit 1**

**Disputed Claims**



**Debtors' Thirty-Fourth Omnibus Objection to Claims  
Exhibit 1 - Disallowed Claims**

**In re: Sears Holdings Corporation, et al.  
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
1.	JPP II, LLC as debt holder	7400	\$28,210,870.92	Standalone LC Facility
2.	JPP II, LLC as debt holder	7399	\$28,210,870.92	Standalone LC Facility
3.	JPP II, LLC as debt holder	7398	\$28,210,870.92	Standalone LC Facility
4.	JPP II, LLC as debt holder	7397	\$28,210,870.92	Standalone LC Facility
5.	JPP II, LLC as debt holder	7395	\$28,210,870.92	Standalone LC Facility
6.	JPP II, LLC as debt holder	7394	\$28,210,870.92	Standalone LC Facility
7.	JPP II, LLC as debt holder	7393	\$28,210,870.92	Standalone LC Facility
8.	JPP II, LLC as debt holder	7392	\$28,210,870.92	Standalone LC Facility
9.	JPP II, LLC as debt holder	7391	\$28,210,870.92	Standalone LC Facility
10.	JPP II, LLC as debt holder	7389	\$28,210,870.92	Standalone LC Facility
11.	JPP II, LLC as debt holder	7388	\$28,210,870.92	Standalone LC Facility
12.	JPP II, LLC as debt holder	7387	\$28,210,870.92	Standalone LC Facility
13.	JPP II, LLC as debt holder	7386	\$28,210,870.92	Standalone LC Facility
14.	JPP II, LLC as debt holder	7382	\$28,210,870.92	Standalone LC Facility
15.	JPP II, LLC as debt holder	7378	\$28,210,870.92	Standalone LC Facility
16.	JPP II, LLC as debt holder	7369	\$28,210,870.92	Standalone LC Facility
17.	JPP II, LLC as debt holder	7368	\$28,210,870.92	Standalone LC Facility
18.	JPP II, LLC as debt holder	7367	\$28,210,870.92	Standalone LC Facility
19.	JPP II, LLC as debt holder	7366	\$28,210,870.92	Standalone LC Facility
20.	JPP II, LLC as debt holder	7365	\$28,210,870.92	Standalone LC Facility

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-Fourth Omnibus Objection to Claims  
Exhibit 1 - Disallowed Claims**

**In re: Sears Holdings Corporation, et al.  
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
21.	JPP II, LLC as debt holder	7363	\$28,210,870.92	Standalone LC Facility
22.	JPP II, LLC as debt holder	7362	\$28,210,870.92	Standalone LC Facility
23.	JPP II, LLC as debt holder	7361	\$28,210,870.92	Standalone LC Facility
24.	JPP II, LLC as debt holder	7360	\$28,210,870.92	Standalone LC Facility
25.	JPP II, LLC as debt holder	7358	\$28,210,870.92	Standalone LC Facility
26.	JPP II, LLC as debt holder	7249	\$28,210,870.92	Standalone LC Facility
27.	JPP II, LLC as debt holder	7228	\$28,210,870.92	Standalone LC Facility
28.	JPP II, LLC as debt holder	7222	\$28,210,870.92	Standalone LC Facility
29.	JPP II, LLC as debt holder	7217	\$28,210,870.92	Standalone LC Facility
30.	JPP II, LLC as debt holder	7270	\$18,355,700.10	FILO Facility
31.	JPP II, LLC as debt holder	7268	\$18,355,700.10	FILO Facility
32.	JPP II, LLC as debt holder	7266	\$18,355,700.10	FILO Facility
33.	JPP II, LLC as debt holder	7264	\$18,355,700.10	FILO Facility
34.	JPP II, LLC as debt holder	7263	\$18,355,700.10	FILO Facility
35.	JPP II, LLC as debt holder	7262	\$18,355,700.10	FILO Facility
36.	JPP II, LLC as debt holder	7261	\$18,355,700.10	FILO Facility
37.	JPP II, LLC as debt holder	7260	\$18,355,700.10	FILO Facility
38.	JPP II, LLC as debt holder	7259	\$18,355,700.10	FILO Facility
39.	JPP II, LLC as debt holder	7256	\$18,355,700.10	FILO Facility
40.	JPP II, LLC as debt holder	7254	\$18,355,700.10	FILO Facility

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-Fourth Omnibus Objection to Claims  
Exhibit 1 - Disallowed Claims**

**In re: Sears Holdings Corporation, et al.  
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
41.	JPP II, LLC as debt holder	7245	\$18,355,700.10	FILO Facility
42.	JPP II, LLC as debt holder	7232	\$18,355,700.10	FILO Facility
43.	JPP II, LLC as debt holder	7221	\$18,355,700.10	FILO Facility
44.	JPP II, LLC as debt holder	7219	\$18,355,700.10	FILO Facility
45.	JPP II, LLC as debt holder	7218	\$18,355,700.10	FILO Facility
46.	JPP II, LLC as debt holder	7214	\$18,355,700.10	FILO Facility
47.	JPP II, LLC as debt holder	7202	\$18,355,700.10	FILO Facility
48.	JPP II, LLC as debt holder	7197	\$18,355,700.10	FILO Facility
49.	JPP II, LLC as debt holder	7196	\$18,355,700.10	FILO Facility
50.	JPP II, LLC as debt holder	7192	\$18,355,700.10	FILO Facility
51.	JPP II, LLC as debt holder	7191	\$18,355,700.10	FILO Facility
52.	JPP II, LLC as debt holder	7190	\$18,355,700.10	FILO Facility
53.	JPP II, LLC as debt holder	7182	\$18,355,700.10	FILO Facility
54.	JPP II, LLC as debt holder	7181	\$18,355,700.10	FILO Facility
55.	JPP II, LLC as debt holder	7177	\$18,355,700.10	FILO Facility
56.	JPP II, LLC as debt holder	7175	\$18,355,700.10	FILO Facility
57.	JPP II, LLC as debt holder	7174	\$18,355,700.10	FILO Facility
58.	JPP II, LLC as debt holder	7170	\$18,355,700.10	FILO Facility
59.	JPP, LLC as debt holder	7541	\$232,765,633.00	IP / Ground Lease Term Loan Facility
60.	JPP, LLC as debt holder	7536	\$232,765,633.00	IP / Ground Lease Term Loan Facility

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-Fourth Omnibus Objection to Claims  
Exhibit 1 - Disallowed Claims**

**In re: Sears Holdings Corporation, et al.  
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
61.	JPP, LLC as debt holder	7528	\$232,765,633.00	IP / Ground Lease Term Loan Facility
62.	JPP, LLC as debt holder	7524	\$232,765,633.00	IP / Ground Lease Term Loan Facility
63.	JPP, LLC as debt holder	7522	\$232,765,633.00	IP / Ground Lease Term Loan Facility
64.	JPP, LLC as debt holder	7518	\$232,765,633.00	IP / Ground Lease Term Loan Facility
65.	JPP, LLC as debt holder	7514	\$232,765,633.00	IP / Ground Lease Term Loan Facility
66.	JPP, LLC as debt holder	7509	\$232,765,633.00	IP / Ground Lease Term Loan Facility
67.	JPP, LLC as debt holder	7502	\$232,765,633.00	IP / Ground Lease Term Loan Facility
68.	JPP, LLC as debt holder	7501	\$232,765,633.00	IP / Ground Lease Term Loan Facility
69.	JPP, LLC as debt holder	7499	\$232,765,633.00	IP / Ground Lease Term Loan Facility
70.	JPP, LLC as debt holder	7498	\$232,765,633.00	IP / Ground Lease Term Loan Facility
71.	JPP, LLC as debt holder	7483	\$232,765,633.00	IP / Ground Lease Term Loan Facility
72.	JPP, LLC as debt holder	7473	\$232,765,633.00	IP / Ground Lease Term Loan Facility
73.	JPP, LLC as debt holder	7472	\$232,765,633.00	IP / Ground Lease Term Loan Facility
74.	JPP, LLC as debt holder	7468	\$232,765,633.00	IP / Ground Lease Term Loan Facility
75.	JPP, LLC as debt holder	7447	\$232,765,633.00	IP / Ground Lease Term Loan Facility
76.	JPP, LLC as debt holder	7411	\$232,765,633.00	IP / Ground Lease Term Loan Facility
77.	JPP, LLC as debt holder	7396	\$232,765,633.00	IP / Ground Lease Term Loan Facility
78.	JPP, LLC as debt holder	7381	\$232,765,633.00	IP / Ground Lease Term Loan Facility
79.	JPP, LLC as debt holder	7380	\$232,765,633.00	IP / Ground Lease Term Loan Facility
80.	JPP, LLC as debt holder	7377	\$232,765,633.00	IP / Ground Lease Term Loan Facility

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-Fourth Omnibus Objection to Claims  
Exhibit 1 - Disallowed Claims**

**In re: Sears Holdings Corporation, et al.  
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
81.	JPP, LLC as debt holder	7375	\$232,765,633.00	IP / Ground Lease Term Loan Facility
82.	JPP, LLC as debt holder	7371	\$232,765,633.00	IP / Ground Lease Term Loan Facility
83.	JPP, LLC as debt holder	7247	\$232,765,633.00	IP / Ground Lease Term Loan Facility
84.	JPP, LLC as debt holder	7242	\$232,765,633.00	IP / Ground Lease Term Loan Facility
85.	JPP, LLC as debt holder	7241	\$232,765,633.00	IP / Ground Lease Term Loan Facility
86.	JPP, LLC as debt holder	7240	\$232,765,633.00	IP / Ground Lease Term Loan Facility
87.	JPP, LLC as debt holder	7239	\$232,765,633.00	IP / Ground Lease Term Loan Facility
88.	JPP, LLC as debt holder	7237	\$232,765,633.00	IP / Ground Lease Term Loan Facility
89.	JPP, LLC as debt holder	7235	\$232,765,633.00	IP / Ground Lease Term Loan Facility
90.	JPP, LLC as debt holder	7229	\$232,765,633.00	IP / Ground Lease Term Loan Facility
91.	JPP, LLC as debt holder	7224	\$232,765,633.00	IP / Ground Lease Term Loan Facility
92.	JPP, LLC as debt holder	7526	\$80,199,593.52	Standalone LC Facility
93.	JPP, LLC as debt holder	7523	\$80,199,593.52	Standalone LC Facility
94.	JPP, LLC as debt holder	7512	\$80,199,593.52	Standalone LC Facility
95.	JPP, LLC as debt holder	7504	\$80,199,593.52	Standalone LC Facility
96.	JPP, LLC as debt holder	7500	\$80,199,593.52	Standalone LC Facility
97.	JPP, LLC as debt holder	7489	\$80,199,593.52	Standalone LC Facility
98.	JPP, LLC as debt holder	7486	\$80,199,593.52	Standalone LC Facility
99.	JPP, LLC as debt holder	7484	\$80,199,593.52	Standalone LC Facility
100.	JPP, LLC as debt holder	7470	\$80,199,593.52	Standalone LC Facility

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-Fourth Omnibus Objection to Claims  
Exhibit 1 - Disallowed Claims**

**In re: Sears Holdings Corporation, et al.  
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
101.	JPP, LLC as debt holder	7440	\$80,199,593.52	Standalone LC Facility
102.	JPP, LLC as debt holder	7438	\$80,199,593.52	Standalone LC Facility
103.	JPP, LLC as debt holder	7428	\$80,199,593.52	Standalone LC Facility
104.	JPP, LLC as debt holder	7424	\$80,199,593.52	Standalone LC Facility
105.	JPP, LLC as debt holder	7421	\$80,199,593.52	Standalone LC Facility
106.	JPP, LLC as debt holder	7390	\$80,199,593.52	Standalone LC Facility
107.	JPP, LLC as debt holder	7376	\$80,199,593.52	Standalone LC Facility
108.	JPP, LLC as debt holder	7373	\$80,199,593.52	Standalone LC Facility
109.	JPP, LLC as debt holder	7351	\$80,199,593.52	Standalone LC Facility
110.	JPP, LLC as debt holder	7340	\$80,199,593.52	Standalone LC Facility
111.	JPP, LLC as debt holder	7338	\$80,199,593.52	Standalone LC Facility
112.	JPP, LLC as debt holder	7329	\$80,199,593.52	Standalone LC Facility
113.	JPP, LLC as debt holder	7323	\$80,199,593.52	Standalone LC Facility
114.	JPP, LLC as debt holder	7313	\$80,199,593.52	Standalone LC Facility
115.	JPP, LLC as debt holder	7295	\$80,199,593.52	Standalone LC Facility
116.	JPP, LLC as debt holder	7284	\$80,199,593.52	Standalone LC Facility
117.	JPP, LLC as debt holder	7274	\$80,199,593.52	Standalone LC Facility
118.	JPP, LLC as debt holder	7203	\$80,199,593.52	Standalone LC Facility
119.	JPP, LLC as debt holder	7200	\$80,199,593.52	Standalone LC Facility
120.	JPP, LLC as debt holder	7195	\$80,199,593.52	Standalone LC Facility

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-Fourth Omnibus Objection to Claims  
Exhibit 1 - Disallowed Claims**

**In re: Sears Holdings Corporation, et al.  
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
121.	JPP, LLC as debt holder	7527	\$52,204,376.83	FILO Facility
122.	JPP, LLC as debt holder	7494	\$52,204,376.83	FILO Facility
123.	JPP, LLC as debt holder	7493	\$52,204,376.83	FILO Facility
124.	JPP, LLC as debt holder	7478	\$52,204,376.83	FILO Facility
125.	JPP, LLC as debt holder	7475	\$52,204,376.83	FILO Facility
126.	JPP, LLC as debt holder	7462	\$52,204,376.83	FILO Facility
127.	JPP, LLC as debt holder	7436	\$52,204,376.83	FILO Facility
128.	JPP, LLC as debt holder	7427	\$52,204,376.83	FILO Facility
129.	JPP, LLC as debt holder	7426	\$52,204,376.83	FILO Facility
130.	JPP, LLC as debt holder	7425	\$52,204,376.83	FILO Facility
131.	JPP, LLC as debt holder	7423	\$52,204,376.83	FILO Facility
132.	JPP, LLC as debt holder	7422	\$52,204,376.83	FILO Facility
133.	JPP, LLC as debt holder	7419	\$52,204,376.83	FILO Facility
134.	JPP, LLC as debt holder	7417	\$52,204,376.83	FILO Facility
135.	JPP, LLC as debt holder	7416	\$52,204,376.83	FILO Facility
136.	JPP, LLC as debt holder	7415	\$52,204,376.83	FILO Facility
137.	JPP, LLC as debt holder	7402	\$52,204,376.83	FILO Facility
138.	JPP, LLC as debt holder	7385	\$52,204,376.83	FILO Facility
139.	JPP, LLC as debt holder	7344	\$52,204,376.83	FILO Facility
140.	JPP, LLC as debt holder	7331	\$52,204,376.83	FILO Facility

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-Fourth Omnibus Objection to Claims  
Exhibit 1 - Disallowed Claims**

**In re: Sears Holdings Corporation, et al.  
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
141.	JPP, LLC as debt holder	7328	\$52,204,376.83	FILO Facility
142.	JPP, LLC as debt holder	7327	\$52,204,376.83	FILO Facility
143.	JPP, LLC as debt holder	7304	\$52,204,376.83	FILO Facility
144.	JPP, LLC as debt holder	7272	\$52,204,376.83	FILO Facility
145.	JPP, LLC as debt holder	7271	\$52,204,376.83	FILO Facility
146.	JPP, LLC as debt holder	7233	\$52,204,376.83	FILO Facility
147.	JPP, LLC as debt holder	7198	\$52,204,376.83	FILO Facility
148.	JPP, LLC as debt holder	7189	\$52,204,376.83	FILO Facility
149.	JPP, LLC as debt holder	7169	\$52,204,376.83	FILO Facility

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.



**Exhibit 2**

**Reclassified Claims**

**Debtors' Thirty-Fourth Omnibus Objection to Claims  
Exhibit 2 - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.  
Case No. 18-23538 (RDD)**

<b>Schedule of Secured Claims to be Reclassified*</b>				
<b>Ref #</b>	<b>Name of Claimant</b>	<b>Proof of Claim No. to be Disallowed</b>	<b>Asserted Claim Amount</b>	<b>Prepetition Loan Facility</b>
1.	SL Agent, LLC as administrative agent	7481	\$834,963,055.51	Real Estate 2020 Loan
2.	SL Agent, LLC, as administrative agent	7496	\$834,963,055.51	Real Estate 2020 Loan
3.	SL Agent, LLC, as administrative agent	7488	\$834,963,055.51	Real Estate 2020 Loan
4.	SL Agent, LLC, as administrative agent	7485	\$834,963,055.51	Real Estate 2020 Loan
5.	SL Agent, LLC, as administrative agent	7479	\$834,963,055.51	Real Estate 2020 Loan
6.	SL Agent, LLC, as administrative agent	7410	\$834,963,055.51	Real Estate 2020 Loan
7.	SL Agent, LLC, as administrative agent	7244	\$834,963,055.51	Real Estate 2020 Loan
8.	SL Agent, LLC, as administrative agent	7137	\$834,963,055.51	Real Estate 2020 Loan
9.	SL Agent, LLC, as administrative agent	7122	\$834,963,055.51	Real Estate 2020 Loan
10.	SL Agent, LLC, as administrative agent	7121	\$834,963,055.51	Real Estate 2020 Loan
11.	SL Agent, LLC, as administrative agent	7117	\$834,963,055.51	Real Estate 2020 Loan
12.	SL Agent, LLC, as administrative agent	7116	\$834,963,055.51	Real Estate 2020 Loan

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Exhibit B**

**Redline**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
**In re** : **Chapter 11**  
:   
**SEARS HOLDINGS CORPORATION, et al.,** : **Case No. 18-23538 (RDD)**  
:   
**Debtors.**<sup>1</sup> : **(Jointly Administered)**  
-----X

**ORDER ~~GRANTING ON~~ DEBTORS' THIRTY-FOURTH  
OMNIBUS OBJECTION TO PROOFS OF CLAIM ~~(TO DISALLOW AND EXPUNGE  
ASSERTED SECURED CLAIMS)~~**

Upon the *Debtors' Thirty-Fourth Omnibus Objection to Proofs of Claim (To Disallow and Expunge Asserted Secured Claims)*, filed on August 31, 2021 (the "**Objection**"),<sup>2</sup> of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), pursuant to section 502 under title 11 of the United States Code (the "**Bankruptcy Code**"), all as more fully set forth in the Objection; and the Bankruptcy Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019

<sup>2</sup> Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and such notice having been adequate and appropriate under the circumstances, and it appearing that other or further notice need be provided; ~~and the Bankruptcy Court having held a hearing to consider the relief requested in the Objection on (the "Hearing");~~ and upon the ~~record of the Hearing~~ Certificate of No Objection filed in connection with the Objection, and upon all of the proceedings had before the Bankruptcy Court; and the Bankruptcy Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT**

1. The Objection is granted, solely to the extent set forth herein.
2. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each Proof of eClaim listed on (i) Exhibit 1 annexed hereto ~~(collectively, the "Disputed Claims")~~ is disallowed and expunged in its entirety; because such Proof of Claim has been satisfied in full, and (ii) Exhibit 2 annexed hereto and each asserted secured claim associated therewith is reclassified in its entirety to an allowed general unsecured claim in the amount of \$182,483,196.21 in accordance with Section 9.13(b) of that certain Asset Purchase Agreement, dated as of January 17, 2019 [Docket No. 2501], as amended by Amendment No. 1 to Asset Purchase Agreement [Docket No. 2599], without prejudice to Claimants' rights to assert and the Debtors' right to object to any claims asserted as arising under Section 507(b) of the Bankruptcy Code.

3. Except as expressly set forth herein, ~~T~~this Order shall not be deemed to waive, impair, release, or effect on any claims, causes of action the Debtors may hold against the Claimants, including but not limited to, claims under chapter 5 of the Bankruptcy Code, ~~and~~ aAll such claims and causes of action against ~~such Claimants shall be~~ the Debtors may hold against the Claimants are expressly preserved, and all rights and defenses the Claimants may hold in respect of any such claims or causes of action are expressly preserved.

4. The Debtors, the Debtors' claims and noticing agent, Prime Clerk, and the Clerk of this Bankruptcy Court are authorized to take all actions necessary or appropriate to give effect to this Order.

5. The terms and conditions of this Order are effective immediately upon entry.

Dated: \_\_\_\_\_, 2021  
White Plains, New York

---

HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE